

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

DIAGEO NORTH AMERICA, INC.,

Plaintiff and Counterdefendant,

v.

MEXCOR, INC. and
EJMV INVESTMENTS, LLC,

Defendants and Counterclaimants.

Case No. 4:13-cv-856 (DH) (SWS)

**DECLARATION OF LEE POPKIN IN SUPPORT OF PLAINTIFF'S
BILL OF COSTS**

I, Lee M. Popkin, declare as follows:

1. I am an associate at Proskauer Rose LLP, counsel to Diageo North America, Inc. ("Diageo").

2. I assisted in the preparation of the Bill of Costs filed with this declaration.

3. I have personal knowledge of the facts set forth in the Bill of Costs.

The costs contained and summarized in the Bill of Costs are correct and were reasonably and necessarily incurred in this action, and the services which gave rise to the costs were actually and necessarily performed.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

[signature on next page]

Executed on January 2, 2015 in New York, New York.



Lee M. Popkin

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that pursuant to Fed. R. Civ. P. 5(b), on this 2nd day of January, 2015, a true and correct copy of the foregoing Declaration of Lee Popkin In Support Of Diageo's Bill of Costs was served upon the following counsel of record in this matter via ECF:

William D. Raman
Steve A. Fleckman
Joseph M. Leak
Fleckman & McGlyn, PLLC
515 Contress Avenue, Suite 1800
Austin, Texas 78701

William A. Worthington
Strasburger & Price, LLP
909 Fannin Street, Suite 2300
Houston, Texas 77010

/s/ Lee M. Popkin

Lee M. Popkin